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RECORDATION NO. 23457 FILED

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APR 17 '01 19:01 AM

SURFACE TRANSPORTATION BOARD

April 13, 2001



By Hand
Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 714
Washington, D.C. 20423-0001

Dear Secretary Williams:

Enclosed for recordation, pursuant to the provisions of 49 U.S.C. §11301(a) and 49 C.F.R. Part 1177, are the original and a counterpart of a Memorandum of Lease Termination Agreement and Assignment of Sublease, dated as of April 3, 2001, which should be recorded as a *primary* document.

The names and addresses of the parties to the enclosed document (and certain related documents) are:

- Lessee/Assignor: SOUTHERN ILLINOIS RAILCAR COMPANY ("SIRC")
505 Buckeye Drive
Troy, IL 62294
- Lessor/Assignee: THE CIT GROUP/EQUIPMENT FINANCING, INC. ("CIT")
1211 Avenue of the Americas
New York, NY 10036
- Sublessee/Lessee: GERSHOW RECYCLING CORPORATION ("Gershow")
7171 Peconic Avenue or P.O. Box 526
Medford, NY 11763

We request that the enclosed primary document be indexed under *each* of the above-listed names.

A description of the railroad equipment covered by the enclosed document (the "Equipment") is as follows:

<u>Number of Cars</u>	<u>Type</u>	<u>Identifying Marks</u>
20	gondola cars	SIRX 274300 to 274319 (renumbered from original AAR reporting marks of GNRR5325 to 5336, 5338 to 5344 and 5394)

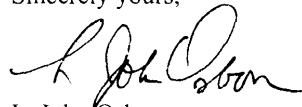
Hon. Vernon A. Williams, Secretary
April 13, 2001
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A brief description of the transaction reflected in the enclosed document is as follows:

As more fully described in the enclosed document, CIT and SIRC have terminated certain master leases, under which CIT had leased certain cars to SIRC, and SIRC has assigned to CIT a certain lease, under which SIRC had subleased certain of those cars to Gershow.

Also enclosed is a check in the amount of \$28.00, payable to the order of the Surface Transportation Board, which covers the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned.

Sincerely yours,

A handwritten signature in black ink, appearing to read "L. John Osborn". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

L. John Osborn

Enclosures

APR 17 '01 1 9-01 AM

**MEMORANDUM OF LEASE TERMINATION AGREEMENT AND ASSIGNMENT OF
SUBLEASE** **SURFACE TRANSPORTATION BOARD**

This MEMORANDUM OF LEASE TERMINATION AGREEMENT AND ASSIGNMENT OF SUBLEASE, dated as of April 3, 2001, is made between SOUTHERN ILLINOIS RAILCAR COMPANY ("SIRC"), a corporation organized under the laws of the state of Illinois, and THE CIT GROUP/EQUIPMENT FINANCING, INC. ("CIT"), a corporation organized under the state of New York, and relates to that certain letter agreement dated October 18, 1999 and unsigned Railcar Lease Agreement (collectively, as further described below, the "Sublease") between SIRC and GERSHOW RECYCLING CORPORATION (the "Sublessee").

WHEREAS, on or about February 22, 2000, SIRC entered into a written "Master Net Railcar Lease Amending and Restating in Part Certain Letter Agreements" with CIT for the use of certain railcars then owned or thereafter acquired by CIT; and

WHEREAS, on or about May 8, 1996, SIRC entered into a written "Railcar Equipment Lease" with JAIX Leasing Company for the use of certain railcars then owned or thereafter acquired by JAIX Leasing Company; CIT later succeeded to the rights of JAIX Leasing Company under the "Railcar Equipment Lease" and is now the lessor under such lease and the owner of the railcars subject thereto; and

WHEREAS, the leases described in the previous two paragraphs of this Memorandum, together with all related schedules, riders, addenda, appendices, amendments, modifications and other attachments and related documents, are collectively referred to as the "Leases"; and

WHEREAS, by a letter agreement dated October 18, 1999 between Sublessee, as lessee, and SIRC, as lessor, together with an unsigned Railcar Lease Agreement (collectively, the "Sublease") (the Sublease having expired but having been succeeded by a verbal, month-to-month lease), SIRC leased certain railcars to Sublessee, as described below:

20 gondola cars currently bearing the AAR reporting marks SIRX 274300 to 274319
(renumbered from original AAR reporting marks of GNRR5325 to 5336, 5338 to 5344
and 5394

and

WHEREAS, SIRC and CIT have entered into a Lease Termination Agreement and Assignment of Subleases, dated as of April 3, 2001, under which (as more fully described therein) the Leases have been terminated and SIRC has irrevocably and absolutely (and not for purposes of collateral security) assigned, set over and transferred to CIT all of SIRC's right, title and interest in the Sublease and assignments between SIRC and the Sublessee under the Sublease; and

WHEREAS, the parties desire to provide notice of the termination of the Leases and of the assignment of the Sublease by SIRC to CIT; and

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Lease Termination Agreement and Assignment of Sublease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

SOUTHERN ILLINOIS RAILCAR COMPANY

By: Kurt Johnson
Name: Kurt E. Johnson
Title: EVP

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____
Name: _____
Title: _____


IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Lease Termination Agreement and Assignment of Sublease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

SOUTHERN ILLINOIS RAILCAR COMPANY

By:
Name:
Title:

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:
Name:
Title:


J. Thomas Garry
VP

State of Illinois)
) SS:
County of Madison)

Janice A. Tweedy
Signature of Notary Public

My commission expires February 23, 2004

OFFICIAL SEAL
JANICE A. TWEEDY
 NOTARY PUBLIC STATE OF ILLINOIS
 MADISON COUNTY
 My Commission Expires 02-23-2004

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Illinois)
) SS:
County of _____)

On this 4th day of April, 2001, before me personally appeared J. Thomas Garry to me personally known, who being by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara Garner
Signature of Notary Public

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2002

My commission expires _____

Seal